

CP-PMO-02 WHISTLEBLOWING POLICY

Version	Date	Short Description
2.00	17/12/2019	First issuance
2.01	08/03/2021	Revision that takes into consideration the implementation of the new whistleblowing platform able to accept also anonymous reports

Issued: HR and HSQE dept

Approved: The Board of Directors

SQE Verification: DMR

1. AIM AND SCOPE

The d'Amico Group is committed to conducting business ethically and does not tolerate any violation of its Code of Ethics, policies or of any applicable laws or regulations by its Employees or Business Partners.

It is crucial to the Company's success and reputation that any alleged violations or attempted violation of the legislative provisions referred to in Legislative Decree 231/2001 (i.e. suspected commission or suspected attempted commission of the offenses as listed in Legislative Decree no. 231/2001), of the principles ratified in the Company's Code of Ethics and in the Organisation, Management and Control Models pursuant to Italian Legislative Decree 231/01 of the d'Amico Group companies that have adopted them (d'Amico Società di Navigazione S.p.A., d'Amico Shipping Italia S.p.A. e d'Amico International Shipping S.A.), of the Group's procedures, policies and rules in general and, in particular, of the Group Anti-Corruption Policy (CP-PMO-01) are reported promptly and are properly dealt with to avoid any damaging consequences.

d'Amico Group is committed to protecting those raising concerns in good faith from all forms of retaliation, even if the issues raised prove to be unfounded.

This Policy sets out and details the standards underlying d'Amico Group's reporting process through which Employees and Business Partners can report any alleged violation or attempted violation of the Company's Code of Ethics, Organisation, Management and Control Models pursuant to Italian Legislative Decree 231/01, policies, rules and procedures or of any applicable laws or regulations committed by the Company, any of its Employees or Business Partners.

This Policy applies to the Company irrespective of the jurisdiction in which it operates.

This Policy supersedes any policies or guidelines on reporting, non-retaliation or any related topic that might have been published before the effective date of this Policy and that does not make reference to this Policy.

1.1 Definitions

1.1.1 **The Company.** Means d'Amico Società di Navigazione S.p.A. (hereinafter also "DSN").

1.1.2 **Business Partner.** A third-party with whom the Company entertains a business relationship. These include but are not limited to suppliers, contractors, consultants and sales representatives.

1.1.3 **Employee.** Any person employed by d'Amico Group regardless of their status and including management at every level, crew, students participating in a d'Amico Group Student Employment Programme and the Company interns.

1.1.4 **d'Amico Group.** Means d'Amico Società di Navigazione S.p.A., its divisions, subsidiaries, joint ventures (where it holds the majority/controlling interest) and more in general those included in the Consolidated Financial Statements of d'Amico Società di Navigazione S.p.A.

The d'Amico Group includes, *inter alia*, the following companies:

(i) **d'Amico International Shipping S.A.** (hereinafter also "**DIS**"), is the holding company of the tanker division listed on the Milan Stock Exchange;

(ii) **d'Amico Shipping Italia S.p.A.** (hereinafter also "**DSI**") operates a fleet of bulk carriers;

(iii) **Ishima Pte Ltd** (hereinafter also "**Ishima**"), through which d'Amico entities offer a full ship management service covering all d'Amico entities' vessels and those of third-party clients.

1.1.5 **Investigation.** The process through which allegations of Misconduct against an Employee or Business Partner are systematically and thoroughly investigated with the objective of determining whether or not the allegations are true.

1.1.6 **Resources.** The Supervisory Committees, Group Human Resources Director and DPAs.

1.1.7 **Misconduct.** Any act, action or activity (or inaction or wilful blindness) by an Employee or a Business Partner that violates or could potentially violate d'Amico Group's Code of Ethics, Organisation, Management and Control Models pursuant to Italian Legislative Decree 231/01 (231 matters), policies, directives, rules and procedures and/or any applicable laws and regulations. Misconduct includes but is not limited to:

- Harassment;
- Discrimination;
- Conflicts of interest;
- Fraud;
- Corruption;
- Anti-competitive behaviour;
- Threat to health, safety and the environment (HSE);
- Disclosure of confidential corporate information;
- Privacy violations.

1.1.8 **Reporter or Whistleblower.** An individual who submits a Report about alleged Misconduct.

1.1.9 **Report.** The document reporting alleged Misconduct by an Employee or Business Partner via d'Amico Group's Reporting System to one of the identified Resources for the purpose of Investigation.

1.1.10 **Respondent.** An Employee or Business Partner who allegedly committed Misconduct.

1.1.11 **Retaliation.** The act of taking adverse action against an Employee or Business Partner for having Reported alleged Misconduct. Retaliation includes, but is not limited to:

- Discrimination or harassment;
- Disciplinary measures;
- Termination of employment or other contract;
- Demotion;
- Reduction of the Employee's working hours.

- 1.1.12 **Reporting System.** The platform provided by the d'Amico Group through which Employees and Business Partners can confidentially Report alleged Misconduct also known as d'Amico Whistleblowing platform or d'Amico Open Reporting System.
- 1.1.13 **DPA.** Stands for Designated Person Ashore and according to the ISM Code is the person or persons who, having direct access to the highest level of management, is designated to ensure the safe operation of each ship and to provide a link between those ashore and those on board. The responsibility and authority of the designated person or persons should include monitoring the safety and pollution-prevention aspects of the operation of each ship and ensuring that adequate resources and shore-based support are applied, as required. Each Company of d'Amico Group, that takes the responsibility for operation of the ship under the ISM Code, has designated a specific DPA.
- 1.1.14 **231 Models.** Means the Organization, Management and Control Models adopted by DSN, DSI and DIS in compliance with the Italian Legislative Decree 231/2001.
- 1.1.15 **Supervisory Committees or Organismi di Vigilanza or OdV or SC.** The Supervisory Committees of DSN, DSI and DIS appointed according to the 231 Models.
- 1.1.16 **Group Human Resources Director.** The Human Resources Director of the d'Amico Group.

2. RESPONSIBILITIES AND DUTIES

2.1 The Supervisory Committees

- 2.1.1 Receive all Reports concerning a 231 Model matter related to d'Amico Società di Navigazione S.p.A., d'Amico Shipping Italia S.p.A and d'Amico International Shipping S.A. (hereinafter the "231 Matters") filed via the Reporting System, from Employees or Business Partners.
- 2.1.2 Receive the above Reports via the ashore dedicated telephone line, e-mails or ordinary mail from Employees or Business Partners.
Evaluate the above Reports.
- 2.1.3 If necessary when evaluating the above Reports, ask the Whistleblower for more details.
- 2.1.4 Start the Investigation eventually with support from the Head of Department involved.
- 2.1.5 Decide the truthfulness and relevance of the Reports.

2.2 Group Human Resources Director

- 2.2.1 Receives those Reports related to Harassment and Mobbing and Privacy violations occurred ashore (hereinafter the "HR Matters"), filed via the Reporting System, from Employees or Business Partners.
- 2.2.2 In case of conflict of interest receives, examines and investigates on Reports via the Reporting System addressed to the DPAs in his role of "Funzione di Riserva di Bordo".
- 2.2.3 Receives Reports via ashore dedicated telephone line, e-mails or ordinary mail from Employees or

Business Partners.

- 2.2.4 Evaluates the Reports concerning HR Matters and those residual Reports that are not referring to an HR Matter or a 231 Matter whenever no specific person is identified by the company involved in the Report.
- 2.2.5 In his quality of Head of the Human Resources Department reviews all Reports proving unfounded/untruthful in order to consider the potential bad faith of the Whistleblower.
- 2.2.6 In his quality of Head of the Human Resources Department decides on sanctions for bad faith Whistleblowers.

2.3 DPAs

- 2.3.1 Receive all Reports concerning a fact occurred on board or even occurred ashore but with reference to a Vessel filed via the Reporting System, from Employees or Business Partners;
- 2.3.2 Receive Reports via on-board dedicated telephone line or e-mails from Employees or Business Partners;
- 2.3.3 In case the Reports received concern a 231 Matter and the 231 Report pertains to a company adopting the 231 Model (DSN, DSI or DIS), the DPAs share the investigation with the Supervisory Committees; if they concern an HR Matter, the DPAs share the investigation with the Group Human Resources Director.

2.4 Top Management

- 2.4.1 Receives findings related to Reports from the Supervisory Committees regarding 231 Matters considered detailed, truthful/founded and relevant and evaluates the need to inform judicial authorities.

2.5 Fleet Director

- 2.5.1 Receives notifications of all the Reports received by the DPAs.

2.6 External member of the Supervisory Committees

- 2.6.1 In case of conflict of interest receives, examines and investigates on Reports via the Reporting System related to facts occurred ashore and addressed to the Supervisory Committees, the Group Human Resources Director or the person identified by each single company involved in the Report (if any) in his role of *Funzione di Riserva di Terra*. The latter receives, examines and investigates also those Reports received by the DPAs but concerning a 231 Matter or a HR Matter in presence of a conflict of interest.

3. POLICY

3.1 Basic standards

3.1.1 Duty to collaborate

Employees and Business Partners have the duty to collaborate with any Investigation led by a Resource in response to a Report received from a Reporter.

3.1.2 Good faith

Reporting must be done in good faith.

3.1.3 Confidentiality

All Reports must be handled with utmost confidentiality.

3.1.4 Promptness

It is crucial that any alleged Misconduct be reported promptly (on learning the facts and without undue delay) to one of the Resources via the Reporting System to ensure that the issue or situation is resolved quickly and efficiently, and to avoid any potential damaging consequences for the individuals involved or d'Amico Group.

3.2 Reporting alleged Misconduct

3.2.1 Any Employee or Business Partner who has knowledge of an alleged Misconduct committed or being committed by another Employee or Business Partner has the duty to report it promptly and in good faith to one of the Resources via the Reporting System.

3.2.2 Reports of alleged Misconduct by Employees or Business Partners will be reviewed and investigated (if required).

3.2.3 The Reporter is not required to prove the truth of an allegation but is expected to provide facts and a good description of the events with as many details as he/she can gather.

3.2.4 The Reporter must be granted the necessary confidentiality or anonymity. Exceptions could apply in circumstances where the nature of the allegations and/or resulting Investigation make it necessary to disclose his/her identity (for example, legal investigations or proceedings). In such cases, all reasonable steps must be taken to protect the Reporter from retaliation as a result of revealing his/her identity.

3.3 Non-retaliation

Employees will not be terminated, demoted, suspended, threatened, harassed, discriminated against or in any other manner retaliated against as a result of Reporting alleged Misconduct as better specified in the Disciplinary Code (DSN-MO-PG01; DSI-MO-PG01; DIS-MO-PG01).

3.4 Non-compliance

Failure to comply with this Policy may lead to disciplinary measures proportional to the non-compliance, including termination of employment where appropriate. Instances of acts or omissions that may lead to disciplinary measures are:

- Failure on the part of the Employee to comply with the Policy
- Failure on the part of line management to implement local compliance and to supervise adherence to this Policy.

Employees making allegations in bad faith, with malicious intent or for personal gain or making abusive use of the Reporting System may be subject to disciplinary measures, including termination of employment where appropriate.

Employees retaliating against other Employees or against a Business Partner for reporting alleged Misconduct will be subject to disciplinary measures, including termination of employment where appropriate.

For a Business Partner retaliating against an Employee for reporting alleged Misconduct committed by that Business Partner, the Company reserves the right to take remedial action as necessary against this Business Partner.

All the above as better specified in the Disciplinary Code (DSN-MO-PG01; DSI-MO-PG01; DIS-MO-PG01).

3.5 Review of the Policy

This Policy is reviewed whenever considered necessary or if required by law. Only material revisions of the Policy must be approved by the Board of Directors.

3.6 Reference Documents

- Group Code of Ethics (CRM-CET)
- Organisation, Management and Control Model pursuant to Italian Legislative Decree no. 231 as amended of d'Amico Società di Navigazione S.p.A. (DSN-MO)
- Organisation, Management and Control Model pursuant to Italian Legislative Decree no. 231 as amended of d'Amico Shipping Italia S.p.A. (DSI-MO)
- Organisation, Management and Control Model pursuant to Italian Legislative Decree no. 231 as amended of d'Amico International Shipping S.A. (DIS-MO)
- Anti-Corruption Policy (CP-PMO-01)
- Whistleblowing Procedure (PMO-05)
- Group Privacy Regulation (PRV/RAT)
- Global ICT Security Policy (CP-ITG-02)
- On-Board Complaint Handling Management (Italian Vessels) (SQE/FORM/CRW-012)

- Bullying and Anti-Harassment Procedure (CRW-07)
- Company Environmental Reporting (ENV-03)